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SECRETARY OF STATE  
KANSAS

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
TRINITY LUTHERAN MANOR, INC.**

**Article One:** The name of the corporation is: Trinity Lutheran Manor, Inc.

**Article Two:** The address of the registered office in Kansas is: #32 Corporate Woods, Suite 1100, 9225 Indian Creek Parkway, Overland Park, Kansas 66210

The Name of resident agent at the above address is: Shughart Thomson & Kilroy

**Article Three:** The purpose for which the Corporation is organized is to operate exclusively for religious, charitable, scientific, literary, and educational purposes, by engaging directly in the support of such purposes and by making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (including any amendments that may be made from time to time or any corresponding provision of any future United States Internal Revenue Law) ("Code") for use by such organizations in support of such purposes; and, except as herein restricted, to engage in any and all lawful activities incident to and in furtherance of the foregoing purposes, including, without limitation to establish, construct, equip, acquire, own, lease (as lessor or lessee), operate, manage, promote, provide and maintain extended care facilities, nursing homes, convalescent care centers, homes for the elderly, sanitariums, clinics, and other allied facilities, including suitable offices, apartments, examination and operating rooms, laboratories, parlors, restaurants, and other facilities and conveniences in order to provide any and all kinds of medical, paramedical, surgical, dental and extended and related treatment and services, board, lodging, care and nursing to sick, injured, disabled, convalescent and aged persons, including indigent persons, and training, education, scientific and research programs related thereto.

**Article Four:** This corporation will have no authority to issue capital stock.

**Article Five:**

- (1) The corporation is a membership corporation. The sole member is Baptist-Lutheran Medical Center, a Missouri nonprofit public benefit corporation. The member will have all rights and privileges of a member under state law.

- (2) Any action required by the sole member may be taken by written consent of the sole member in lieu of a membership meeting.
- (3) Directors may be removed with or without cause by the sole member. The board of directors will have no power to remove directors.
- (4) If a directorship becomes vacant by reason of death, resignation, removal or any other reason, the vacancy shall be filled by the sole member. The board of directors will have no power to fill vacancies on the board.
- (5) Any amendment to these articles shall not be valid until approved by the sole member of the corporation. Any adoption, amendment or repeal of the bylaws of the corporation shall not be valid until approved by the sole member of the corporation.
- (6) The conditions of membership will be fixed by the bylaws.
- (7) The number of directors will be established by the bylaws, but must not be fewer than three. The bylaws will establish the manner of elective or appointing directors and their respective terms. Subject to the rights and authority of the sole member, the directors have the power and authorities to supervise, control, direct and manage the affairs, property and activities of the corporation.

**Article Six:** The corporation shall have all powers conferred by the Kansas General Corporation Code (including any amendments that may be made from time to time) except that the corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that could invalidate its status as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code or as a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and reimbursement of reasonable and actual expenses and to make payments and distributions in furtherance of the purposes set forth herein.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not directly or indirectly participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

The corporation shall not operate for the purpose of carrying on a trade or business for profit.

**Article Seven:** Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation to Baptist-Lutheran Medical Center to be used exclusively for religious, charitable, scientific, literary, or educational purposes, provided Baptist-Lutheran Medical Center is then qualified under Section 501(c)(3) of the Code. If it is not so qualified, the assets shall be distributed for religious, charitable, scientific, literary and educational purposes to such organization(s) that are described in Section 501(c)(3) of the Code as selected by the board of directors of Health Midwest or its successor in interest. Any of such assets not so distributed shall be distributed by the District Court in the county in the State of Kansas in which the principal office of the corporation is at the time located, exclusively for the aforesaid purposes of the corporation or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

**Article Eight:** This corporation will exist perpetually.

I hereby certify this to be a true and  
correct copy of the original on file.  
Certified on this date: Sept 18, 2002  
Ron Thornburgh, Secretary of State